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Anuradha Muralidharan, Jason Mills,
Daniel Vidal, Timothy Christen,
Ellen Pao, Ying (Vivian) Liu, Blake Bartlett,
and Robert Lent, and Nominal Defendant Expensify, Inc.*

[Additional counsel on signature page]

UNITED STATES DISTRICT COURT
DISTRICT OF OREGON

FRANCES O'HALLORAN, derivatively on
behalf of EXPENSIFY, INC.,

Plaintiff,

v.

DAVID BARRETT, RYAN SCHAFFER,
ANURADHA MURALIDHARAN, JASON
MILLS, DANIEL VIDAL, TIMOTHY
CHRISTEN, ELLEN PAO, YING (VIVIAN)
LIU, BLAKE BARTLETT, and ROBERT
LENT

Defendants,

and

EXPENSIFY, INC.,

Nominal Defendant.

Case No.: 3:24-cv-00775-SI

**STIPULATION AND [PROPOSED] ORDER
RELATING AND STAYING DERIVATIVE
ACTION**

Hon. Michael H. Simon

WHEREAS, on May 9, 2024, Plaintiff Frances O'Halloran ("Plaintiff") filed the above-captioned shareholder derivative action (the "Action") purportedly on behalf of nominal

defendant Expensify, Inc. (“Expensify”) in this Court alleging claims for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, violations of Sections 10(b), 14(a), and 20(a) of the Securities Exchange Act of 1934 (“Exchange Act”), and for contribution under Section 11(f) of the Securities Act of 1933 and Section 21D of the Exchange Act against defendants David Barrett, Ryan Schaffer, Anuradha Muralidharan, Jason Mills, Daniel Vidal, Timothy Christen, Ellen Pao, Ying (Vivian) Liu, Blake Bartlett, and Robert Lent (collectively, the “Individual Defendants,” and with Expensify, “Defendants,” Plaintiff and Defendants, the “Parties”);

WHEREAS, a factually related consolidated securities class action captioned *Wilhite v. Expensify, Inc., et al.*, Case No. 3:23-cv-01784-JR (D. Or.), is currently pending in this Court (the “Class Action”), in which the plaintiffs assert federal securities law claims against the Company and certain of its officers, and in which Defendants have filed a motion to dismiss on July 9, 2024;

WHEREAS, although Plaintiff contends that this Action has merit independent of and is not dependent on the outcome of the Class Action, the Parties agree that the resolution of the anticipated motion(s) to dismiss in the Class Action may help inform the manner in which this Action proceeds;

WHEREAS, in an effort to proceed in the most efficient manner, the Parties agree that this Action should be temporarily stayed until the resolution of any and all motion(s) to dismiss in the Class Action;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the Parties through their undersigned counsel of record and subject to approval of the Court, as follows:

1. Defendants hereby accept service of the complaint and waive service of the summons in the Action.
2. This Action is related to the Class Action.
3. This Action, including all deadlines and hearings, is hereby stayed until any and all motion(s) to dismiss in the Class Action have been finally and fully resolved, including that

any appeals have been concluded or the time for seeking appellate review has passed with no further action from the parties to the Class Action.

4. Notwithstanding the stay of this Action, Plaintiff may file an amended complaint during the pendency of the stay. Defendants shall not be obligated to respond to the current complaint or any subsequent complaint while the Action is stayed, and Defendants reserve all rights with respect to any subsequent complaint.

5. The Parties have the option to terminate this stay if (a) any related derivative action is not stayed for the same or longer duration and under similar terms; or (b) a settlement of the Class Action is finally entered by the court by giving thirty days' notice in writing via email to the undersigned counsel for the Parties.

6. In the event this stipulated stay of proceedings is lifted, the Parties shall meet and confer, and within fourteen days after the stay is lifted submit a proposed scheduling order to the Court for approval, including the date by which Defendants must move to dismiss the complaint or answer.

7. By entering into this Stipulation, the Parties do not waive any rights not specifically addressed herein. Defendants and Expensify preserve all rights, objections, arguments, and defenses, including but not limited to *forum non conveniens*, improper venue, jurisdiction, and any defenses under Federal Rules of Civil Procedure 12(b) and 23.1, as well as any and all other procedural or substantive challenges to the Action or any other complaint.

DATED: August 13, 2024.

Respectfully submitted,

FOSTER GARVEY PC

By: /s/ Matthew J. Yium

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Attorneys for Plaintiff

PURSUANT TO STIPULATION, IT IS SO ORDERED

DATED: _____

Hon. Michael H. Simon
United States District Judge

SIGNATURE ATTESTATION

I am the ECF User whose identification and password are being used to file the foregoing Stipulation and [Proposed] Order Relating and Staying Derivative Action. Pursuant to L.R 11-1(b) regarding signatures, I, Matthew J. Yium, attest that concurrence in the filing of this document has been obtained.

DATED: August 13, 2024.

/s/ Matthew J. Yium

Matthew J. Yium